

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

ANDREW E. ROTH,

Plaintiff,

-v-

MONECOR (LONDON) LIMITED a/k/a ETX CAPITAL,

Defendant,

and

THE FINISH LINE, INC.,

Nominal Defendant.

18 Civ. 1440

***(Jury Trial Demanded)***

**COMPLAINT**

Plaintiff Andrew E. Roth (“Roth”), by his undersigned attorneys, alleges upon information and belief as to all paragraphs except paragraph 3, as follows:

**Nature of the Action**

1. This is an action to obtain disgorgement of “short-swing” profits obtained by Defendant Monecor (London) Limited (also known as and trading as ETX Capital) from purchases and sales of the common stock of Nominal Defendant The Finish Line, Inc. in violation of Section 16(b) of the Securities Exchange Act of 1934 (the “Exchange Act”), 15 U.S.C. § 78p (“§16(b)” or “Section 16(b)”).

2. Section 16(b) provides that if a person, while beneficially owning more than 10% of a class of equity securities of an issuer, purchases and sells, or sells and purchases shares of any equity security of such issuer within a period of less than six months, any profits arising from those transactions are recoverable by the issuer or by a shareholder suing derivatively on its behalf.

**The Parties**

3. Plaintiff Roth is a New York resident who is the owner of common stock of Nominal Defendant The Finish Line, Inc. (“Finish Line” or the “Company”).

4. Finish Line, a nominal defendant herein, is a Delaware corporation with its principal place of business at 3308 North Mitthoeffer Road, Indianapolis, Indiana 46235. The Company’s common stock is traded on the NASDAQ national securities exchange in New York City.

5. Defendant Monecor (London) Limited (referred to herein as “Monecor”) is a limited company registered in England and Wales with its principal place of business at One Broadgate, London, EC2M 2QS, United Kingdom.

**Jurisdiction and Venue**

6. Jurisdiction of this Court and venue in this District are proper pursuant to Section 27 of the Exchange Act, 15 U.S.C. § 78aa, in that certain of the acts or transactions underlying this action occurred in this District.

**Defendants’ Purchase and Sale Transactions**

7. From no later than June 23, 2017 through at least August 22, 2017, Monecor purchased and sold shares of the Company while Monecor was a greater than 10% beneficial owner of the Company’s outstanding common stock. At all relevant times, Monecor was a greater than 10% beneficial owner based on the outstanding shares of the Company’s common stock, as reported by the Company, with sole power to vote or direct the vote and sole power to dispose or direct the disposition of the Company’s common stock.

8. In Schedule 13D and 13G filings, Monecor disclosed beneficial ownership of the Company's outstanding common stock, as follows:

SEC Form	Filing Date	Beneficial Ownership (# of Shares)	Beneficial Ownership (Percentage)
13D	09/08/2017	8,795,581	21.9%
13G	10/02/2017	6,845,581	17.03%
13G	11/01/2017	2,945,581	7.33%
13G	12/31/2017	2,945,581	7.30%

9. Monecor disclosed in the Schedule 13D filing the following purchase and sale transactions of the Company's common stock while Monecor was a greater than 10% beneficial owner:

Date	Transaction Type	Share Quantity	Price Per Share in USD
23 June 2017	Sale	7,093	14.0136
28 June 2017	Sale	13,438	14.5289
29 June 2017	Sale	59,469	14.733757
29 June 2017	Sale	38,905	14.733757
30 June 2017	Sale	4,000	14.53
3 July 2017	Sale	45,994	14.659
5 July 2017	Sale	31,101	14.69792
21 August 2017	Sale	3,174,200	11.00
21 August 2017	Purchase	116,616	9.8803
22 August 2017	Purchase	98,333	9.97386

10. Matching the sale and purchase transactions disclosed in the Schedule 13D yields disgorgeable short-swing profits in the aggregate amount of at least \$965,000.85. In addition, based on the October 2, 2017 and November 1, 2017 Schedule 13G filings, Monecor may have engaged in additional purchases and sales resulting in additional disgorgeable short-swing profits. However, because Monecor violated its reporting requirements under Section 16(a) of the Exchange Act, it is not possible to determine the extent of the short-swing profits that Monecor garnered in violation of Section 16(b).

11. Based on Monecor's SEC filings, there is no basis for Monecor to deny that it is liable as a statutory insider.

**AS AND FOR A FIRST CLAIM FOR RELIEF**

12. Plaintiff repeats and realleges the allegations contained in paragraphs 1 through 11, *supra*, as if fully set forth herein.

13. As particularized in paragraphs 7 – 11, *supra*, Monecor engaged in transactions which yielded short swing profits subject to disgorgement to the Company.

14. Monecor has a pecuniary interest in the short-swing profits it realized and is liable to the extent of its pecuniary interests in the transactions to disgorge to the Company its short swing profits.

15. Plaintiff is unable to precisely ascertain the amount of the disgorgeable profits, but upon information and belief, these profits are at least \$1 million.

**ALLEGATIONS AS TO DEMAND**

16. On October 16, 2017, Plaintiff made due demand on the Company to commence this lawsuit, but it has failed to do so.

WHEREFORE, plaintiff demands judgment on behalf of Nominal-Defendant The Finish Line, Inc. against Defendant, as described above, plus attorneys' fees, interest and such other and further relief as to the Court may seem just and proper.

New York, New York  
February 16, 2018

Yours, etc.

OSTRAGER CHONG FLAHERTY  
& BROITMAN P.C.

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